

**EXHIBIT K**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	<a href="mailto:mfr@capgroup.com">mfr@capgroup.com</a>	Creditor Committee Member
Cohen Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	<a href="mailto:b.simon@cwsny.com">b.simon@cwsny.com</a>	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	212-696-6000	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a>	Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Neikens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:mike.neikens@eds.com">mike.neikens@eds.com</a>	Creditor Committee Member
Flextronics International	Carrie L. Schiff	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	<a href="mailto:cshiff@flextronics.com">cshiff@flextronics.com</a>	Counsel for Flextronics International
Flextronics International Asia-Pacific, Ltd. c/o Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308			Creditor Committee Member
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	One Plastics Avenue		Pittsfield	MA	01201	704-992-5075			Creditor Committee Member
Groom Law Group	Lorie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel for Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Internal Revenue Service	Attn: Insolvency Department	290 Broadway	5th Floor	New York	NY	10007				IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CWA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813			Creditor Committee Member
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a>	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017		212-270-5484	<a href="mailto:vilma.francis@jpmorgan.com">vilma.francis@jpmorgan.com</a>	Prepetition Administrative Agent
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	<a href="mailto:jle@kccl.com">jle@kccl.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	UCC Professional
Mesirow Financial	Melissa Knolls	321 N. Clark St.	13th Floor	Chicago	IL	60601	800-453-0600	312-644-8927	<a href="mailto:mknoll@mesirowfinancial.com">mknoll@mesirowfinancial.com</a>	UCC Professional
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	212-735-8600	212-735-8708	<a href="mailto:bankruptcy@morrisoncohen.com">bankruptcy@morrisoncohen.com</a>	Counsel for Blue Cross and Blue Shield of Michigan
Office of New York State Attorney General Eliot Spitzer	120 Broadway			New York City	NY	10271	212-416-8000	212-416-6075		New York Attorney General's Office
O'Melveny & Meyer LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
O'Melveny & Meyer LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	<a href="mailto:gerrick.sandra@pbgc.gov">gerrick.sandra@pbgc.gov</a>	Counsel for Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	202-326-4020	202-326-4112	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Chief Counsel for the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel for Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothschild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	<a href="mailto:david.resnick@us.rothschild.com">david.resnick@us.rothschild.com</a>	Financial Advisor
Securities and Exchange Commission	Reorganization Branch	233 Broadway		New York	NY	10279				Securities and Exchange Commission
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	212-218-5500	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel for Murata Electronics North
Shearman & Sterling LLP	Douglas Barther, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	<a href="mailto:dbarter@shearman.com">dbarter@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502		Prepetition Administrative Agent
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411		Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	<a href="mailto:kmarafioti@skadden.com">kmarafioti@skadden.com</a>	Counsel to the Debtor
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	212-319-8500	212-319-8505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>	Counsel for Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:altogut@teamtogut.com">altogut@teamtogut.com</a>	Conflicts Counsel to the Debtors
United States Trustee	Alicia M. Leonard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255		United States Trustee
United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	<a href="mailto:deirdre.martini@usdoj.gov">deirdre.martini@usdoj.gov</a>	United States Trustee
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:jeffrey.tanenbaum@weil.com">jeffrey.tanenbaum@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation

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Delphi Corporation  
Master Service List  
Overnight

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058			Creditor Committee Member/Indenture Trustee

Company	Contact	Address 1	Address 2	City	State	Zip	Fax	Email
Warner Norcross & Judd LLP	Gordon J Toering	900 Fifth Third Center	111 Lyon St NW	Grand Rapids	MI	49503	616-222-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>
Burr & Forman LLP	Michael Leo Hall	420 North 20th St	Suite 3100	Birmingham	AL	35203	205-244-5651	<a href="mailto:mhall@burr.com">mhall@burr.com</a>
Margulies & Levinson LLP	Jeffrey M Levinson	30100 Chargin Boulevard		Cleveland	OH	44124	216-514-4936	<a href="mailto:jml@ml-legal.com">jml@ml-legal.com</a>
Merrill Stone	Kelly Drye & Warren LLP	101 Park Ave		New York	NY	10178	212-808-7898	
PBGC	Jeffrey Cohen	1200 K Street NW	Suite 340	Washington	DC	20005	202-326-4112	
Bout Cummings Conners & Berry PLC	Roger Jones Austin McMullen	1600 Division St	Suite 700	Nashville	TN	37203	615-252-6323	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>
Daniels & Kaplan PC	Jay Selanders	2405 Grand Blvd	Suite 900	Kansas City	MO	64108	816-221-3006	<a href="mailto:selanders@danielsandkaplan.com">selanders@danielsandkaplan.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jinshaw@boselaw.com">jinshaw@boselaw.com</a>
Barnes & Thornburg LLP	Michael McCrory Wendy Brewer	111 S Meridian St		Indianapolis	IN	46204	317-231-7433	<a href="mailto:michael.mccrory@btflaw.com">michael.mccrory@btflaw.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jinshaw@boselaw.com">jinshaw@boselaw.com</a>
Barnes & Thornburg LLP	John Gregg	300 Ottawa Ave NW	Suite 500	Grand Rapids	MI	49503	616-742-3999	<a href="mailto:jgregg@btlaw.com">jgregg@btlaw.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jinshaw@boselaw.com">jinshaw@boselaw.com</a>
Miller Canfield Paddock & Stone PLC	Jonathan S Green Timothy A Fusco	150 W Jefferson	Suite 2500	Detroit	MI	48226	313-496-8450	<a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>
Phillips Nizer LLP	Sandra A Riember Candice Frost	666 Fifth Ave		New York	NY	10103	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>
Waller Lansden Dortch & Davis PLLC	David E Lemke Robert J Whoelter	511 Union St	Suite 2700	Nashville	TN	37219	615-244-6804	<a href="mailto:david.lemke@wallerlaw.com">david.lemke@wallerlaw.com</a>
Seyfarth Shaw LLP	Robert W Dremluk Paul M Baisier	1270 Ave of the Americas	Suite 2500	New York	NY	10020	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>
Seyfarth Shaw LLP	Robert W Dremluk Paul M Baisier	1270 Ave of the Americas	Suite 2500	New York	NY	10020	404-892-7056	<a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>
Curtis Mallet Prevost Colt & Mosle LLP	Steven Reisman	101 Park Ave		New York	NY	10178	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>
Curtis Mallet Prevost Colt & Mosle LLP	Steven Reisman	101 Park Ave		New York	NY	10178	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>
Sanford P Rosen & Associates PC	Sanford P Rosen & Kenneth M Lewis	747 Third Ave		New York	NY	10017	212-223-1102	<a href="mailto:klweis@rosenpc.com">klweis@rosenpc.com</a>
Schafer & Weiner PLLC	Daniel J Weiner Ryan D Heilman	40950 Woodward Ave	Suite 100	Bloomfield Hills	MI	48304	248-642-2127	
Goodwin Procter LLP	Allan S Brilliant Emanuel C Grillo Brian W Harvey	599 Lexington Ave		New York	NY	10022	212-355-3333	<a href="mailto:bharvey@goodwinprocter.com">bharvey@goodwinprocter.com</a>
Barnes & Thornburg LLP	Patric E Mears	300 Ottawa Ave NW	Suite 500	Grand Rapids	MI	49503	616-742-3999	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>
Vorys Sater Seymour & Pease LLP	Robert J Sidman Robert A Bell	52 East Gay St	PO Box 1008	Columbus	OH	43215	614-719-4962	
Robert L Eisenbach III	Gregg S Kleiner	101 California ST	5th Fl	San Francisco	CA	94111	415-693-2222	<a href="mailto:reisenbach@cooley.com">reisenbach@cooley.com</a>
Vorys Sater Seymour & Pease LLP	Tiffany Strelow	52 East Gay St	PO Box 1008	Columbus	OH	43215	614-719-4663	
Brian D Spector		30 Columbia Turnpike		Florham Park	NJ	7932	973-593-4848	<a href="mailto:bspector@selawfirm.com">bspector@selawfirm.com</a>
Pryor & Mandelup LLP	Kenneth Reynolds	675 Old Country Road		Westbury	NY	11590	516-333-7333	<a href="mailto:kar@pryormandelup.com">kar@pryormandelup.com</a>
Simpson Thacher & Bartlett LLP	Brude D Angiolillo Kenneth Ziman William T Russell Jr	425 Lexington Ave		New York	NY	10017	212-455-2502	
Cleary Gottlieb Steen & Hamilton LLP	Deborah M Buell	One Liberty Plaza		New York	NY	10006	212-225-3999	<a href="mailto:maofiling@cqsh.com">maofiling@cqsh.com</a>
Porzio Bromberg & Newman PC	John S Mairo Brett S Moore	100 Southgate Parkway		Morristown	NJ	07960	973-538-5146	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>
Sanford P Rosen & Associates PC	Sanford P Rosen & Kenneth M Lewis	747 Third Ave		New York	NY	10017	212-223-1102	<a href="mailto:klweis@rosenpc.com">klweis@rosenpc.com</a>
Schafer & Weiner PLLC	Daniel J Weiner Ryan D Heilman	40950 Woodward Ave	Suite 100	Bloomfield Hills	MI	48304	248-642-2127	
Vorys Sater Seymour & Pease LLP	Carrie M Caldwell	2100 One Cleveland Center	1375 East Ninth St	Cleveland	OH	44114	216-937-3719	
								<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a> <a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a> <a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>
Latham & Watkins LLP	Robert J Rosenberg Mitchell A Seider Mark A Broude	885 Third Ave		New York	NY	10022	212-751-4864	
Klestadt & Winters LLP	Tracy L Klestadt	292 Madison Ave	17th Fl	New York	NY	10017	212-972-2245	<a href="mailto:tklestadt@klestadt.com">tklestadt@klestadt.com</a>
								<a href="mailto:618-257-7353">618-257-7353</a>
Greensfelder Hemker & Gale PC	Cherie Macdonald J Patrick Bradley	12 Wolf Creek Drive	Suite 100	Swansea	IL	62226	314-241-8624	
Halperin Battaglia Raicht LLP	Alan D Halperin Christopher J Battaglia	555 Madison Ave	9th Fl	New York	NY	10022	212-765-0964	<a href="mailto:halperin@halperinlaw.net">halperin@halperinlaw.net</a>
Hogan & Hartson LLP	Scott Golden	875 Third Ave		New York	NY	10022	212-918-3100	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>

**EXHIBIT L**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025		310-996-6140	310-996-6091	<a href="mailto:mrlr@capgroup.com">mrlr@capgroup.com</a> <a href="mailto:b.simon@cwsny.com">b.simon@cwsny.com</a>	Creditor Committee Member
Cohen Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036		212-356-0231	212-695-5436		
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061		212-696-6000	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017		212-450-4092	212-450-3092	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a>	Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098		248-813-2000	248-813-2670	<a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Neffkens	5505 Corporate Drive MSIA		Troy	MI	48098		248-696-1729	248-696-1739	<a href="mailto:mike.neffkens@eds.com">mike.neffkens@eds.com</a>	Creditor Committee Member
Flextronics International	Carrie L. Schiff	6328 Monarch Park Place		Niwot	CO	80503		303-652-4853	303-652-4716	<a href="mailto:cshift@flextronics.com">cshift@flextronics.com</a>	Counsel for Flextronics International
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735		512-895-6357	512-895-3090	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036		212-2471010	212-841-9350	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Financial Advisors to Debtors
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006		202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019		212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel for Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022		212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017		212-270-0426	212-270-0430	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a> <a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a>	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017		212-270-5484	212-270-5484	<a href="mailto:vilma.francis@jpmorgan.com">vilma.francis@jpmorgan.com</a>	Prepetition Administrative Agent
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066		310-751-1511	310-751-1561	<a href="mailto:ile@kcclc.com">ile@kcclc.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022		212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	UCC Professional
Mesirov Financial	Melissa Knolls	321 N. Clark St.	13th Floor	Chicago	IL	60601		800-453-0600	312-644-8927	<a href="mailto:mknoll@mesirovfinancial.com">mknoll@mesirovfinancial.com</a>	UCC Professional
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022		212-735-8600	212-735-8708	<a href="mailto:bankruptcy@morrisoncohen.com">bankruptcy@morrisoncohen.com</a>	Counsel for Blue Cross and Blue Shield of Michigan
O'Melveny & Meyer LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071		213-430-6000	213-430-6407	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
O'Melveny & Meyer LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006		202-383-5300	202-383-5414	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005		202-326-4020	202-326-4112	<a href="mailto:garrick.sandra@pbgc.gov">garrick.sandra@pbgc.gov</a> <a href="mailto:efile@pbgc.gov">efile@pbgc.gov</a>	Counsel for Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026		202-326-4020	202-326-4112	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Chief Counsel for the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103		212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel for Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020		212-403-3500	212-403-5454	<a href="mailto:david.resnick@us.rothschild.com">david.resnick@us.rothschild.com</a>	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremiluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801		212-218-5500	212-218-5526	<a href="mailto:rdremiluk@seyfarth.com">rdremiluk@seyfarth.com</a>	Counsel for Murata Electronics North
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022		212-8484000	212-848-7179	<a href="mailto:dbartner@shearman.com">dbartner@shearman.com</a> <a href="mailto:jfrizzley@shearman.com">jfrizzley@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017		212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Prepetition Administrative Agent
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606		312-407-0700	312-407-0411	<a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036		212-735-3000	212-735-2000	<a href="mailto:kmarafioti@skadden.com">kmarafioti@skadden.com</a>	Counsel to the Debtor
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a> <a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a>	Counsel for Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119		212-594-5000	212-967-4258	<a href="mailto:atogut@teamtogut.com">atogut@teamtogut.com</a>	Conflicts Counsel to the Debtors
United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004		212-510-0500	212-668-2256	<a href="mailto:deirdre.martini@usdoj.gov">deirdre.martini@usdoj.gov</a>	United States Trustee
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153		212-310-8000	212-310-8007	<a href="mailto:jeffrey.tanenbaum@weil.com">jeffrey.tanenbaum@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153		212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153		212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation

Company	Contact	Address 1	Address 2	City	State	Zip	Fax	Email
Barnes & Thornburg LLP	John Gregg	300 Ottawa Ave NW	Suite 500	Grand Rapids	MI	49503	616-742-3999	<a href="mailto:jgregg@btlaw.com">jgregg@btlaw.com</a>
Barnes & Thornburg LLP	Michael McCrory Wendy Brewer	11 S Meridian St		Indianapolis	IN	46204	317-231-7433	<a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>
Barnes & Thornburg LLP	Patric E Mears	300 Ottawa Ave NW	Suite 500	Grand Rapids	MI	49503	616-742-3999	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jhinshaw@boselaw.com">jhinshaw@boselaw.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jhinshaw@boselaw.com">jhinshaw@boselaw.com</a>
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 North Pennsylvania St	Suite 2700	Indianapolis	IN	46204	317-223-0296	<a href="mailto:jhinshaw@boselaw.com">jhinshaw@boselaw.com</a>
Boult Cummings Conners & Berry PLC	Roger Jones Austin McMullen	1600 Division St	Suite 700	Nashville	TN	37203	615-252-6307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>
Brian D Spector		30 Columbia Turnpike		Florham Park	NJ	7932	973-593-4848	<a href="mailto:bspector@selawfirm.com">bspector@selawfirm.com</a>
Burr & Forman LLP	Michael Leo Hall	420 North 20th St	Suite 3100	Birmingham	AL	35203	205-244-5651	<a href="mailto:mhall@burr.com">mhall@burr.com</a>
Clearay Gottlieb Steen & Hamilton LLP	Deborah M Buell	One Liberty Plaza		New York	NY	10006	212-225-3999	<a href="mailto:maofiling@cqsh.com">maofiling@cqsh.com</a>
Curtis Mallet Prevost Colt & Mosle LLP	Steven Reisman	101 Park Ave		New York	NY	10178	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>
Curtis Mallet Prevost Colt & Mosle LLP	Steven Reisman	101 Park Ave		New York	NY	10178	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>
Daniels & Kaplan PC	Jay Selanders	2405 Grand Blvd	Suite 900	Kansas City	MO	64108	816-221-3006	<a href="mailto:selanders@danielsandkaplan.com">selanders@danielsandkaplan.com</a>
Goodwin Procter LLP	Allan S Brilliant Emanuel C Grillo Brian W Harvey	599 Lexington Ave		New York	NY	10022	212-355-3333	<a href="mailto:bharvey@goodwinprocter.com">bharvey@goodwinprocter.com</a>
Halperin Battaglia Raicht LLP	Alan D Halperin Christopher J Battaglia	555 Madison Ave	9th Fl	New York	NY	10022	212-765-0964	<a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a>
Hogan & Hartson LLP	Scott Golden	875 Third Ave		New York	NY	10022	212-918-3100	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>
Klestadt & Winters LLP	Tracy L Klestadt	292 Madison Ave	17th Fl	New York	NY	10017	212-972-2245	<a href="mailto:tklestadt@klestadt.com">tklestadt@klestadt.com</a>
Latham & Watkins LLP	Robert J Rosenberg Mitchell A Seider Mark A Broude	885 Third Ave		New York	NY	10022	212-751-4864	<a href="mailto:robert.rosenberg@lw.com; mitchell.seider@lw.com; mark.broude@lw.com">robert.rosenberg@lw.com; mitchell.seider@lw.com; mark.broude@lw.com</a>
Margulies & Levinson LLP	Jeffrey M Levinson	30100 Chagrin Boulevard		Cleveland	OH	44124	216-514-4936	<a href="mailto:jml@ml-legal.com">jml@ml-legal.com</a>
Miller Canfield Paddock & Stone PLC	Jonathan S Green Timothy A Fusco	150 W Jefferson	Suite 2500	Detroit	MI	48226	313-496-8450	<a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>
Phillips Nizer LLP	Sandra A Riemer Candice Frost	666 Fifth Ave		New York	NY	10103	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>
Porzio Bromberg & Newman PC	John S Mairo Brett S Moore	100 Southgate Parkway		Morristown	NJ	07960	973-538-5146	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>
Pryor & Mandelup LLP	Kenneth Reynolds	675 Old Country Road		Westbury	NY	11590	516-333-7333	<a href="mailto:kar@pryormandelup.com">kar@pryormandelup.com</a>
Robert L Eisenbach III	Gregg S Kleiner	101 California ST	5th Fl	San Francisco	CA	94111	415-693-2222	<a href="mailto:reisenbach@cooley.com">reisenbach@cooley.com</a>
Sanford P Rosen & Associates PC	Sanford P Rosen & Kenneth M Lewis	747 Third Ave		New York	NY	10017	212-223-1102	<a href="mailto:klweis@rosenpc.com">klweis@rosenpc.com</a>
Sanford P Rosen & Associates PC	Sanford P Rosen & Kenneth M Lewis	747 Third Ave		New York	NY	10017	212-223-1102	<a href="mailto:klweis@rosenpc.com">klweis@rosenpc.com</a>
Seyfarth Shaw LLP	Robert W Dremluk Paul M Baisier	1270 Ave of the Americas	Suite 2500	New York	NY	10020	404-892-7056	<a href="mailto:pbaiser@seyfarth.com">pbaiser@seyfarth.com</a>
Seyfarth Shaw LLP	Robert W Dremluk Paul M Baisier	1270 Ave of the Americas	Suite 2500	New York	NY	10020	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>
Waller Lansden Dortch & Davis PLLC	David E Lemke Robert J Wlhoelter	511 Union St	Suite 2700	Nashville	TN	37219	615-244-6804	<a href="mailto:david.lemke@wallerlaw.com">david.lemke@wallerlaw.com</a>
Warner Norcross & Judd LLP	Gordon J Toering	900 Fifth Third Center	111 Lyon St NW	Grand Rapids	MI	49503	616-222-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION	
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675	610-230-3064	310-687-1052	<a href="mailto:david.boyle@airgas.com">david.boyle@airgas.com</a>	Counsel for Airgas, Inc.	
Ajamie LLP	Thomas A. Ajamie	711 Louisiana	Suite 2150	Houston	TX	77002	713-860-1600	713-860-1699	<a href="mailto:ajamie@ajamie.com">ajamie@ajamie.com</a>	Counsel for SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.	
Ajamie LLP	Wallace A. Showman	1350 Avenue of the Americas	29th Floor	New York	NY	10019	212-246-6820	212-581-8958	<a href="mailto:wshowman@ajamie.com">wshowman@ajamie.com</a>	Counsel for SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.	
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167	212-692-8251	212-867-6395	<a href="mailto:lwalzer@angelogordon.com">lwalzer@angelogordon.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)	
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031	404-873-8120	404-873-8121	<a href="mailto:dladdin@agg.com">dladdin@agg.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)	
Barack, Ferrazzano, Kirschbaum Perlman, & Nagelberg LLP	Kimberly J. Robinson	333 West Wacker Drive	Suite 2700	Chicago	IL	60606	312-629-5170	312-984-3150	<a href="mailto:kim.robinson@bfkpn.com">kim.robinson@bfkpn.com</a>	Counsel for Motion Industries, Inc.	
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204	317-236-1313	317-231-7433	<a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>	Counsel for Mays Chemical Company	
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503	616-742-3930	626-742-3999	<a href="mailto:john.gregg@btlaw.com">john.gregg@btlaw.com</a>	Counsel to Priority Health	
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503	616-742-3936	616-742-3999	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation	
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204	317-236-1313	317-231-7433	<a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a>	Counsel for Gibbs Die Casting Corporation	
Bernstein Litowitz Berger & Grossman	Wendy D. Brewer	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019	212-554-1411	212-554-1444	<a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Bernstein Litowitz Berger & Grossman	Mark D. Debrowski	1285 Avenue of the Americas		New York	NY	10019	212-554-1492	212-554-1444	<a href="mailto:markd@btglaw.com">markd@btglaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP	
Bernstein Litowitz Berger & Grossman	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019	212-554-1409	212-554-1444	<a href="mailto:sean@btglaw.com">sean@btglaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP	
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	<a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.	
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	<a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation; Solectron De Mexico SA de CV; Solectron Intronics; Coherent, Inc.; Veritas Software Corporation	
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	<a href="mailto:pcostello@bbslaw.com">pcostello@bbslaw.com</a>	Solectron Corporation; Solectron De Mexico SA de CV; Solectron Intronics and Coherent, Inc.	
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306	650-857-9500	650-494-2738	<a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>	Counsel to Veritas Software Corporation	
Blank Rome LLP	Bonnie Glantz Fatell	Chase Manhattan Centre	1201 Market Street, Suite 800	Wilmington	DE	19801	302-425-6423	302-428-5110	<a href="mailto:fatell@blankrome.com">fatell@blankrome.com</a>	Counsel for Special Devices, Inc.	
Bose McKinney & Evans LLP	Jeannette Eisan Hirshaw	135 N. Pennsylvania Street	Suite 2700	Indianapolis	IN	46204	317-684-5296	317-684-5173	<a href="mailto:jhirshaw@boselaw.com">jhirshaw@boselaw.com</a>	Counsel for Decatur Plastics Products, Inc. and Eikenberry & Associates, Inc.; Lorentzen Manufacturing, Company, Inc.; Lorentzen Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die, Inc.	
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203	615-252-2307	615-252-6307	<a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>	Counsel for Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.	
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203	615-252-2307	615-252-6307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>	Counsel for Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.	
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203	205-458-5367	205-244-6561	<a href="mailto:mhall@burr.com">mhall@burr.com</a>	Counsel to Mercedes-Benz U.S. International, Inc.	
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005	212-701-3000	212-269-5420	<a href="mailto:jonathan.greenberg@engelhard.com">jonathan.greenberg@engelhard.com</a>	Counsel to Engelhard Corporation	
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005	212-701-3000	212-269-5420	<a href="mailto:rusadi@cahill.com">rusadi@cahill.com</a>	Counsel to Engelhard Corporation	
Cahill, Gordon & Reindel, LLP	Jonathan Greenberg	Eighty Pine Street		New York	NY	10005-1702	212-701-3700	212-269-5420	<a href="mailto:jonathan.greenberg@engelhard.com">jonathan.greenberg@engelhard.com</a>	Counsel for Engelhard Corporation	
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005	212-732-3200	212-732-3232	<a href="mailto:cahn@clm.com">cahn@clm.com</a>	Counsel for STMicroelectronics, Inc.	
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006	212-225-2000	212-225-3999	<a href="mailto:mgaepling@cgsj.com">mgaepling@cgsj.com</a>	Counsel for Armeses Electricos Automotrices, S.A.de C.V.; Cardaflex, S.A. de C.V.	
Cohen, Weiss & Simon LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036	212-356-0238	646-473-8238	<a href="mailto:jvitale@cwsny.com">jvitale@cwsny.com</a>	Counsel for International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)	
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103	860-493-2200	860-727-0361	<a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>	Counsel to Floyd Manufacturing Co., Inc.	
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899	302-658-9141	302-658-0380	<a href="mailto:jwisler@cbhl.com">jwisler@cbhl.com</a>	Counsel to ORIX Warren, LLC	
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stanton, Bill Raine	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830	203-862-8200	203-629-1977	<a href="mailto:mlee@contrariancapital.com">mlee@contrariancapital.com</a>	Counsel to Contrarian Capital Management, L.L.C.	
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067	215-736-2521	215-736-3647	<a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>	Counsel for SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.	
Curtin & Heefner, LLP	Robert Szajkosc	250 N. Pennsylvania Avenue		Morrisville	PA	19067	215-736-2521	215-736-3647	<a href="mailto:rsz@curtinheefner.com">rsz@curtinheefner.com</a>	Counsel for SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178-0061	212-696-8898	917-368-8898	<a href="mailto:athau@cm-p.com">athau@cm-p.com</a>	Counsel for Flextronics International, Inc.; Flextronics International USA, Inc.; Mutek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd.	
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061	212-696-6065	212-697-1559	<a href="mailto:dkarp@cm-p.com">dkarp@cm-p.com</a>	Counsel for Flextronics International, Inc.; Flextronics International USA, Inc.; Mutek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	212-696-6065	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741		<a href="mailto:krk4@daimlerchrysler.com">krk4@daimlerchrysler.com</a>	Counsel for DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096	716-856-5500	716-856-5510	<a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>	Counsel for Relco, Inc.; The Durham Companies, Inc.
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086	248-372-8531	248-350-7772	<a href="mailto:carol.sowa@denso-diam.com">carol.sowa@denso-diam.com</a>	Counsel to Denso International America, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017	212-682-4940	212-682-4942	<a href="mailto:gericonza@diawpc.com">gericonza@diawpc.com</a>	Counsel to Tyz-All Plastics, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202	513-977-8200	513-977-8141	<a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>	Counsel for The Procter & Gamble Company
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600	410-580-3000	410-580-3001	<a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>	Counsel for Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103	215-988-2700	215-988-2757	<a href="mailto:andrew.kassner@drb.com">andrew.kassner@drb.com</a>	Counsel to Penske Truck Leasing Co., L.P.
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103	215-988-2700	215-988-2757	<a href="mailto:david.aaronson@drb.com">david.aaronson@drb.com</a>	Counsel to Penske Truck Leasing Co., L.P. and Quaker Chemical Corporation
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196	215-979-1000	215-979-1020	<a href="mailto:dmphilip@duanemorris.com">dmphilip@duanemorris.com</a>	Counsel to ACE American Insurance Company
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196	215-979-1000	215-979-1020	<a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>	Counsel to ACE American Insurance Company
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	312-580-2201	<a href="mailto:green@fagelhaber.com">green@fagelhaber.com</a>	Counsel for Aluminum International, Inc.
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	312-580-2201	<a href="mailto:laewman@fagelhaber.com">laewman@fagelhaber.com</a>	Counsel for Aluminum International, Inc.
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016	212-682-7575	212-682-4218	<a href="mailto:stevens@foxrothschild.com">stevens@foxrothschild.com</a>	Counsel to M&P Plastic Products, Inc.
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212	609-348-4515	609-348-6834	<a href="mailto:mvicount@foxrothschild.com">mvicount@foxrothschild.com</a>	Counsel to M&P Plastic Products, Inc.
Gazes LLC	Ian J. Gazes	32 Avenue of the Americas		New York	NY	10013	212-765-9000	212-765-9675	<a href="mailto:ian@gazelic.com">ian@gazelic.com</a>	Counsel to Setech, Inc.
Gazes LLC	Eric Wainer	32 Avenue of the Americas	Suite 1800	New York	NY	10013	212-765-9000	212-765-9675	<a href="mailto:office@gazelic.com">office@gazelic.com</a>	Counsel to Setech, Inc.
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	305-349-2310	<a href="mailto:crieders@gb-law.com">crieders@gb-law.com</a>	Counsel for Ryder Integrated Logistics, Inc.
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333	617-482-1776	617-574-4112	<a href="mailto:pbilowz@goulston.com">pbilowz@goulston.com</a>	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100	<a href="mailto:gearvis@geelaw.com">gearvis@geelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111	212-755-6501	212-755-6503	<a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100	<a href="mailto:nirmul@gelaw.com">nirmul@gelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Graydon Head & Ritchey LLP	J. Michael Debbeler, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202	513-621-6464	513-651-3836	<a href="mailto:mddebbeler@graydon.com">mddebbeler@graydon.com</a>	Counsel for ARC Automotive, Inc.
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald	10 S. Broadway	Suite 200	St. Louis	MO	63102	314-241-9090	314-241-8624	<a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a>	Counsel for ARC Automotive, Inc.
Halperin Battaglia Raicht, LLP	J. Patrick Bradley	555 Madison Avenue	9th Floor	New York	NY	10022	212-765-9100	212-765-9064	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a>	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation
Hewlett-Packard Company	Alan D. Halperin	3000 Hanover St., M/S 1050		Palo Alto	CA	94304	650-857-6902	650-852-8617	<a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Christopher J. Battaglia			Murray Hill	NJ	07974	908-898-4750	908-898-4137	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a>	Counsel to Hewlett-Packard Financial Services Company
Hewlett-Packard Company	Anne Marie Kennelly	420 Mountain Avenue		Murray Hill	NJ	07974	908-898-4760	908-898-4133	<a href="mailto:anne.kennelly@hp.com">anne.kennelly@hp.com</a>	Counsel for Hewlett-Packard Company
Hewlett-Packard Company	Glen Dumont	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806	714-940-7120	740-940-7539	<a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>	Counsel for Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974	908-898-4760	908-898-4133	<a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a>	Counsel for Hewlett-Packard Financial Services Company
Hodgson Russ LLP	Cheryl R. Storie	One M&T Plaza	Suite 2000	Buffalo	NY	14203	716-848-1275	716-849-0349	<a href="mailto:cstorie@hodgsonruss.com">cstorie@hodgsonruss.com</a>	Counsel for Hexcel Corporation
Hodgson Russ LLP	Stephen H. Gross, Esq.	Carnegie Hall Tower	152 West 57th Street, 35th Street	New York	NY	10019	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Holland & Knight LLP	Peter A. Zisser	195 Broadway		New York	NY	10007	212-513-3200	212-385-9010	<a href="mailto:nyc_bkycf@hklaw.com">nyc_bkycf@hklaw.com</a>	Counsel for New York Power Authority
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203	303-861-7000	303-866-0200	<a href="mailto:elizabeth.flanagan@hro.com">elizabeth.flanagan@hro.com</a>	Counsel for CoorsTek, Inc., Corus, L.P.
Honigman, Miller, Schwartz and Cohn, LLP	Robert B. Weiss, Frank L. Gorman	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel for General Motors Corporation
Hunter & Schrank Co., L.P.A.	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	419-255-9121	<a href="mailto:jhunter@hunterschrank.com">jhunter@hunterschrank.com</a>	Counsel for ZF Group North America Operations, Inc.
Hunter & Schrank Co., L.P.A.	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	419-255-9121	<a href="mailto:tomschank@hunterschrank.com">tomschank@hunterschrank.com</a>	Counsel for ZF Group North America Operations, Inc.
Infineon Technologies North America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112	408-501-6442	408-501-2488	<a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>	General Counsel & Vice President for Infineon Technologies North America Corporation
Katten Muchin Roseman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661	312-902-5200	312-577-4733	<a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897	<a href="mailto:mbane@kellydrye.com">mbane@kellydrye.com</a>	Counsel for the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Mark R. Somerstein	101 Park Avenue		New York	NY	10178	212-808-7800	212-808-7897	<a href="mailto:msomerstein@kellydrye.com">msomerstein@kellydrye.com</a>	Counsel for the Pension Benefit Guaranty Corporation
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003	212-358-1500	212-358-0207	<a href="mailto:kennedy@kjmlabor.com">kennedy@kjmlabor.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
Kieselstein Lawfirm PLLC	Steve Kieselstein	43 British American Boulevard		Latham	NY	12110	518-785-7800	518-785-7851	<a href="mailto:sk@kieselstein.com">sk@kieselstein.com</a>	Counsel to NEC Electronics America, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601	312-861-2000	312-861-2200	<a href="mailto:grichards@kirkland.com">grichards@kirkland.com</a>	Counsel for Lunt Manufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022	212-536-4812	212-536-3901	<a href="mailto:efox@king.com">efox@king.com</a>	Counsel to Wilmington Trust Company, as Indenture trustee
Krugiak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963	330-497-0700	330-497-4020	<a href="mailto:sosimmerman@kwqd.com">sosimmerman@kwqd.com</a>	Counsel to Millwood, Inc.
Lambert, Leser, Isackson, Cook & Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835	989-893-3518		<a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>	Counsel for Linamar Corporation
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	<a href="mailto:erika.ruiz@lw.com">erika.ruiz@lw.com</a>	UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	<a href="mailto:henry.baer@lw.com">henry.baer@lw.com</a>	UCC Professional
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	<a href="mailto:john.weiss@lw.com">john.weiss@lw.com</a>	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	<a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	<a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>	UCC Professional

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701	520-629-4427	520-879-4705	<a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. /k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429	602-262-5756	602-734-3824	<a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. /k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	1630 McCarthy Blvd.		Milpitas	CA	95035-7417	408-432-1900	408-434-0507	<a href="mailto:jengland@linear.com">jengland@linear.com</a>	Counsel to Linear Technology Corporation
Linebarger Goggin Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428	512-447-6675	512-443-5114	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>	Counsel to Cameron County, Brownsville ISD
Linebarger Goggin Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201	214-880-0089	469-221-5002	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>	Counsel for Dallas County and Tarrant County
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154	212-407-4000	212-407-4990	<a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>	Counsel for Industrial Ceramics Corporation
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020	212-262-6700	212-262-7402	<a href="mailto:ileeve@lowenstein.com">ileeve@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Lowenstein Sandler PC	Ira M. Levee	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2481	<a href="mailto:ileeve@lowenstein.com">ileeve@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	<a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>	Counsel for Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020	212-262-6700	212-262-7402	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Lowenstein Sandler PC	Michael S. Etikin	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2481	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	<a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>	Counsel for Cerberus Capital Management, L.P.; AT&T Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068	973-597-2500	973-597-2400	<a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a>	Counsel for AT&T Corporation
Margulies & Levinson, LLP	Jeffrey M. Levinson, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124	216-514-4935	216-514-4936	<a href="mailto:jml@mjl-legal.com">jml@mjl-legal.com</a>	Counsel for Venture Plastics
McDermott Will & Emery LLP	James M. Sullivan	50 Rockefeller Plaza		New York	NY	10020	212-547-5400	212-547-5444	<a href="mailto:jsullivan@mwe.com">jsullivan@mwe.com</a>	Counsel to Linear Technology Corporation, National Semiconductor Corporation
McDermott Will & Emery LLP	Stephen B. Selbst	50 Rockefeller Plaza		New York	NY	10020	212-547-5400	212-547-5444	<a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>	Counsel for National Semiconductor Corporation
McDonald Hopkins Co., LPA	Jean R. Robertson, Esq.	600 Superior Avenue, East	Suite 2100	Cleveland	OH	44114	216-348-5400	216-348-5474	<a href="mailto:jrobertson@mcdonaldhopkins.com">jrobertson@mcdonaldhopkins.com</a>	Counsel to Brush Engineered materials
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114	216-348-5400	216-348-5474	<a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114	216-348-5400	216-348-5474	<a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079	973-622-7711	973-622-5314	<a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>	Counsel to New Jersey Self-Insurers Guaranty Association
McGuirewoods LLP	John H. Maddock	One James Center	901 East Cary Street	Richmond	VA	23219-4030	804-775-1178	804-698-2186	<a href="mailto:jmaddock@mcguirewoods.com">jmaddock@mcguirewoods.com</a>	Counsel for Siemens Logistics Assembly Systems, Inc.
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018	212-239-4999	212-239-1311	<a href="mailto:hkolko@msek.com">hkolko@msek.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018	212-239-4999	212-239-1311	<a href="mailto:lpeterson@msek.com">lpeterson@msek.com</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Miller Johnson	Thomas P. Sarb	250 Monroe Avenue, N.W.	Suite 800, PO Box 306	Grand Rapids	MI	49501-0306	616-831-1748	616-988-1748	<a href="mailto:sarb@milleronjohnson.com">sarb@milleronjohnson.com</a>	Counsel to Pridgeon & Clay, Inc.
Miller Johnson	Robert D. Wolford						616-831-1726	616-988-1726	<a href="mailto:wolford@milleronjohnson.com">wolford@milleronjohnson.com</a>	
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532	630-527-4254	630-512-8610	<a href="mailto:jeff.ott@molex.com">jeff.ott@molex.com</a>	Counsel for Molex Connector Corp
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017	213-612-1163	213-612-2501	<a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>	Counsel to Sumitomo Corporation
Morgan, Lewis & Bockius LLP	William C. Heuer, Esq.	101 Park Avenue		New York	NY	10178-0060	212-309-6000	212-309-6001	<a href="mailto:whueier@morganlewis.com">whueier@morganlewis.com</a>	Counsel to Sumitomo Corporation
Munsch Hardt Kopf & Harr, P.C.	Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	4000 Fountain Place	1445 Ross Avenue	Dallas	RX	75202-2790	214-855-7561	214-855-7584	<a href="mailto:jiwielebinski@munsch.com">jiwielebinski@munsch.com</a>	Counsel for Texas Instruments Incorporated
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	OH	45203	513-455-2390	866-298-4481	<a href="mailto:lisamore2@nationalcity.com">lisamore2@nationalcity.com</a>	Vice President and Senior Counsel for National City Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201	803-7255-9425	803-256-7500	<a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>	Counsel for Datwyler Rubber & Plastics, Inc.
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	<a href="mailto:bbeckworth@nixlawfirm.com">bbeckworth@nixlawfirm.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	<a href="mailto:jangelovich@nixlawfirm.com">jangelovich@nixlawfirm.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq.	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	908-722-0755	<a href="mailto:abdelmasieh@nmmlaw.com">abdelmasieh@nmmlaw.com</a>	Counsel for Rotor Clip Company, Inc.
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue		New York	NY	10103	212-506-5187	212-506-5151	<a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street		San Francisco	CA	94105	415-773-5700	415-773-5759	<a href="mailto:fholden@orrick.com">fholden@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.		Washington	DC	20005-4026	202-326-4020	202-326-4112	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Counsel to Pension Benefit Guaranty Corporation
Pepe & Hazard LLP	Charles J. Filardi, Jr., Esq.	30 Jelliff Lane		Southport	CT	06890	203-319-4042	203-319-4034	<a href="mailto:cfilardi@pephazard.com">cfilardi@pephazard.com</a>	Counsel to FedEx Trade Networks Transport & Brokerage, Inc.
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two Logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	<a href="mailto:aaronson@pepperlaw.com">aaronson@pepperlaw.com</a>	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two Logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	<a href="mailto:lawall@pepperlaw.com">lawall@pepperlaw.com</a>	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Phillips Nizer LLP	Sandra A. Riemer, Esq.	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel to Freescale Semiconductor, Inc. /k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960	973-538-4006	973-538-5146	<a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960	973-538-4006	973-538-5146	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Pryor & Mandelup, LLP	A. Scott Mandelup, Kenneth A. Reynolds	675 Old Country Road		Westbury	NY	11590	516-997-0999	516-333-7333	<a href="mailto:asm@pryormandelup.com">asm@pryormandelup.com</a> <a href="mailto:kar@pryormandelup.com">kar@pryormandelup.com</a>	Counsel for National Molding Corporation; Security Plastics Division/NMC LLC
Quadrangle Debt Recovery Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152	212-418-1742	866-741-2505	<a href="mailto:andrew.herenstein@quadranglegroup.com">andrew.herenstein@quadranglegroup.com</a>	Counsel to Quadrangle Debt Recovery Advisors LLC
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor		New York	NY	10152	212-418-1748	866-552-2052	<a href="mailto:patrick.bartels@quadranglegroup.com">patrick.bartels@quadranglegroup.com</a>	Counsel to Quadrangle Group LLC
Quarles & Brady Streich Lang LLP	John A. Harris	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391	602-229-5200	602-229-5690	<a href="mailto:jharris@quarles.com">jharris@quarles.com</a>	Counsel for Semiconductor Components Industries, Inc.
Quarles & Brady Streich Lang LLP	Scott R. Goldberg	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391	602-229-5200	602-229-5690	<a href="mailto:sgoldber@quarles.com">sgoldber@quarles.com</a>	Counsel for Semiconductor Components Industries, Inc.
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	330-670-3020	<a href="mailto:ilapinsky@republicengineered.com">ilapinsky@republicengineered.com</a>	Counsel to Republic Engineered Products, Inc.
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195	206-624-3600	206-389-1708	<a href="mailto:ishickich@riddellwilliams.com">ishickich@riddellwilliams.com</a>	Counsel for Microsoft Corporation; Microsoft Licensing, GP
Russell Reynolds Associates, Inc.	Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004	212-825-9457	212-825-9414	<a href="mailto:rtrack@msn.com">rtrack@msn.com</a>	Counsel to Russell Reynolds Associates, Inc.
Sachnoff & Weaver, Ltd	Charles S. Schulman, Arlene N. Gelman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	312-207-6400	<a href="mailto:cschulman@sachnoff.com">cschulman@sachnoff.com</a> <a href="mailto:agelman@sachnoff.com">agelman@sachnoff.com</a>	Counsel for Infineon Technologies North America Corporation
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087	610-667-7056	610-667-7706	<a href="mailto:myarnoff@sbcclasslaw.com">myarnoff@sbcclasslaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employee's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Seyfarth Shaw LLP	Robert W. Dremluk, Esq.	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	212-218-5500	212-218-5526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919	860-251-5811	860-251-5218	<a href="mailto:bankruptcy@goodwin.com">bankruptcy@goodwin.com</a>	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Sills, Cummins Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112	212-643-7000	212-643-6500	<a href="mailto:asherman@sillcummins.com">asherman@sillcummins.com</a>	Counsel for Hewlett-Packard Financial Services Company
Sills, Cummins Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112	212-643-7000	212-643-6500	<a href="mailto:izackin@sillcummins.com">izackin@sillcummins.com</a>	Counsel for Hewlett-Packard Financial Services Company
Simpson Thacher & Bartlett LLP	Kenneth S. Ziman, Esq.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:cfox@stblaw.com">cfox@stblaw.com</a>	Counsel to JPMorgan Chase Bank, N.A.
Simpson Thacher & Bartlett LLP	William T. Russell, Jr., Esq.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:cfox@stblaw.com">cfox@stblaw.com</a>	Counsel to JPMorgan Chase Bank, N.A.
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899	302-652-8400	302-652-8405	<a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>	Counsel for Airgas, Inc.
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483		<a href="mailto:lloyd.sarakin@am.sony.com">lloyd.sarakin@am.sony.com</a>	Counsel to Sony Electronics, Inc.
Sotiroff & Abramczyk, P.C.	Robert M. Goldi	30400 Telegraph Road	Suite 444	Bingham Farms	MI	48025	248-642-6000	248-642-9001	<a href="mailto:r goldi@sotablaw.com">r goldi@sotablaw.com</a>	Counsel for Michigan Heritage Bank; MHB Leasing, Inc.
Spector & Ehrenworth, P.C.	Brian D. Spector, Esq.	30 Columbia Turnpike		Florham Park	NJ	07102	973-593-4800	973-593-4848	<a href="mailto:bspector@selawfirm.com">bspector@selawfirm.com</a>	Counsel to Hitachi Automotive Products (USA), Inc.
Stevens & Lee, P.C.	Chester B. Salomon, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022	212-319-8505	212-319-8505	<a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a> <a href="mailto:co@stevenslee.com">co@stevenslee.com</a>	Counsel to Warnco, Inc., Tonoli Canada Ltd.; VJ Technologies, Inc. and V.J. ElectronIX, Inc.
Stinson Morrison Hecker LLP	Mark A. Shalkin	1201 Walnut Street		Kansas City	MO	64106	816-842-8600	816-691-3495	<a href="mailto:mshalkin@stinsonmheck.com">mshalkin@stinsonmheck.com</a>	Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219	615-244-5200	615-782-2371	<a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison PLLC	Madison L. Cashman	424 Church Street	Suite 1800	Nashville	TN	37219	615-244-5200	615-782-2371	<a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202	502-681-0448	502-779-8274	<a href="mailto:wbeard@stites.com">wbeard@stites.com</a>	Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation
Swidler Berlin LLP	Jonathan P. Guy	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	202-424-7645	<a href="mailto:jp guy@swidlaw.com">jp guy@swidlaw.com</a>	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Matthew W. Cheney	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	202-424-7645	<a href="mailto:mc Cheney@swidlaw.com">mc Cheney@swidlaw.com</a>	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Roger Frankel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	202-424-7645	<a href="mailto:rfrankel@swidlaw.com">rfrankel@swidlaw.com</a>	Counsel for Sanders Lead Co.
Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	202-424-7645	<a href="mailto:rsteinwurtzel@swidlaw.com">rsteinwurtzel@swidlaw.com</a>	Counsel for Sanders Lead Co.
Taft, Stettinius & Hollister LLP	Richard L. Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957	513-381-2838		<a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>	Counsel for Wren Industries, Inc.
Thompson & Knight	Rhett G. Campbell	233 Clay Street	Suite 3200	Houston	TX	77002	713-654-1871	713-654-1871	<a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>	Counsel for STMicroelectronics, Inc.
Thompson & Knight LLP	John S. Shannon	1700 Pacific Avenue	Suite 300	Dallas	TX	75201	214-969-1505	214-969-1609	<a href="mailto:john.shannon@tklaw.com">john.shannon@tklaw.com</a>	Counsel for Victory Packaging
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022	212-308-7400		<a href="mailto:jlevi@toddlevi.com">jlevi@toddlevi.com</a>	Counsel to Bank of Lincolnwood
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:btogut@teamtogut.com">btogut@teamtogut.com</a>	Conflicts counsel to Debtors
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	412-562-2429	<a href="mailto:djury@steelworkers-usw.org">djury@steelworkers-usw.org</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	614-719-8676	<a href="mailto:rsidman@vssp.com">rsidman@vssp.com</a>	
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6388	615-244-6802	<a href="mailto:david.lemke@wallerlaw.com">david.lemke@wallerlaw.com</a>	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Wehnerter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6380	615-244-6804	<a href="mailto:robert.wehnerter@wallerlaw.com">robert.wehnerter@wallerlaw.com</a>	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Woerling	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	616-752-2185	616-222-2185	<a href="mailto:gwoerling@wni.com">gwoerling@wni.com</a>	Counsel for Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075	248-784-5131	248-603-9631	<a href="mailto:mcruise@wni.com">mcruise@wni.com</a>	Counsel to Compuware Corporation
Zeichner Elman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	<a href="mailto:pjanovsky@zeklaw.com">pjanovsky@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.
Zeichner Elman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.

**EXHIBIT M**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Arnall Golden Gregory LLP	Heath J. Vicente	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031	404-873-8673	404-873-8121	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Barack, Ferrazzano, Kirschbaum Perlman, & Nagelberg LLP	William J. Barrett	333 West Wacker Drive	Suite 2700	Chicago	IL	60606	312-629-5170	312-984-3150	Counsel for Motion Industries, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243	313-393-7592	313-393-7579	Counsel for Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibraacoustic de Mexico, S.A. de C.V.
Contrarian Capital Management, L.L.C.	Seth Lax	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830	203-862-8200	203-629-1977	Counsel to Contrarian Capital Management, L.L.C.
Daniels & Kaplan, P.C.	Jay Selanders	2405 Grand Boulevard	Suite 900	Kansas City	MO	64108-2519	816-221-3000	816-221-3006	Counsel for DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
HAL/ERC-Legal	Tillie Lim, Esq.	50 Prospect Avenue		Tarrytown	NY	10591			Counsel to Hitachi Automotive Products (USA), Inc.
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902	765-454-2146	765-456-3836	Global Account Manager for Infineon Technologies North America
Latham & Watkins	Mark A. Brouder	885 Third Avenue		New York	NY	10022	212-906-1200	212-751-4864	UCC Professional
Lord, Bissell & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603	312-443-0700	312-443-0336	Counsel for Methode Electronics, Inc.
Lord, Bissell & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603	312-443-0700	312-443-0336	Counsel for Sedgwick Claims Management Services, Inc.
Lord, Bissell & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-947-4700	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167	212-609-6800	212-609-6921	Counsel to Ward Products, LLC
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raternik	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Counsel for Worker's Compensation Agency
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226	313-496-8435	313-496-7500	Counsel for Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Morrison Cohen LLP	Joseph T. Moldovan	909 Third Avenue		New York	NY	10022	212-735-8600		Counsel to Blue Cross and Blue Shield of Michigan
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq.	4000 Fountain Place	1445 Ross Avenue	Dallas	TX	75202-2790	214-855-7500	214-855-7584	Counsel for Texas Instruments Incorporated
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	Counsel for Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
QAD, Inc.	Jason Pickering, Esq.	10,000 Midatlantic Drive		Mt. Laurel	NJ	08054			Counsel to QAD, Inc.
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087	610-667-7056	610-667-7706	Counsel for Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401	404-885-1500	404-892-7056	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245	502-245-2110		Counsel for Steel Technologies, Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607	510-987-8300	510-987-8333	Counsel for Excel Global Logistics, Inc.
Swidler Berlin LLP	Richard H. Wyron	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	202-424-7645	Counsel for Westwood Associates, Inc.
Wilmington Trust Company	Steven M. Cimalore, Vice President	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058		Vice President, Wilmington Trust Co.

**EXHIBIT N**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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DEBTORS' FIRST SET OF INTERROGATORIES AND FIRST  
REQUEST FOR PRODUCTION OF DOCUMENTS DIRECTED TO  
AD HOC COMMITTEE OF PREPETITION LENDERS

Pursuant to Fed. R. Bankr. P. 7026, 7033, and 7034, Delphi Corporation

("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and

debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), by and through their attorneys, Skadden, Arps, Slate, Meagher & Flom LLP and Shearman & Sterling LLP, hereby request that the Ad Hoc Committee (as defined below) answer fully and under oath the following interrogatories and produce the requested documents by making them available for inspection and/or copying at the offices of Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York, 10022, or at such other place and date as is agreed upon, on or before Wednesday, October 26, 2005 at 11:00 a.m. local time.

Definitions

1. "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.
2. "Bankruptcy Code" means title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.
3. "Bankruptcy Court" means the United States District Court for the Southern District of New York having jurisdiction over these Chapter 11 Cases and, to the extent of any reference made pursuant to 28 U.S.C. § 157 and/or a general order of such District Court pursuant to 28 U.S.C. § 151, the bankruptcy unit of such District Court.
4. "Bankruptcy Rules" means the Federal Rules of Bankruptcy Procedure, as amended from time to time, as applicable to these Chapter 11 Cases, promulgated under 28 U.S.C. § 2075.
5. "Chapter 11 Cases" means the above-captioned chapter 11 proceedings filed by the Debtors and jointly administered under case number 05-44481.

6. "Communication" means any transmission of words, ideas, or information between or among two or more Persons, including, but not limited to, spoken words, conversations, conferences, discussions, interviews, reports, meetings, negotiations, agreements, and understandings, whether transmitted in person or by an electronic device, and Documents, as defined below.

7. "Describe" means: (a) describe fully by reference to underlying facts rather than by ultimate facts or conclusions of fact or law; (b) where applicable, particularize as to (i) time, (ii) date, and (iii) manner; and (c) identify each and every Person having personal knowledge of such facts.

8. "DIP Credit Facility" means Delphi's secured postpetition credit facility, as guaranteed by certain of the Affiliate Debtors, up to an aggregate principal amount not to exceed \$2 billion, consisting of a \$1,750,000,000 revolving credit facility (inclusive of a sublimit in the aggregate of \$325 million for the issuance of letters of credit) and a \$250 million term loan facility, from JPMorgan Chase Bank, N.A., as administrative agent, and from a syndicate of other financial institutions arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., pursuant to the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 8, 2005, and the other loan documents to be executed and delivered in connection therewith, substantially in the form attached as Exhibit A to the Debtors' Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d), And 364(e) And Fed. R. Bankr. P. 2002, 4001, and 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim

Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001(b) and (c) (Docket No. 42).

9. "DIP Financing Hearings" means those hearings at which approval, on an interim or final basis, of the DIP Credit Facility was, is, or will be considered by the Bankruptcy Court.

10. "Document" shall have the same meaning as it has in Bankruptcy Rule 7034(a) and Rule 34 of the Federal Rules of Civil Procedure and shall include any written or other electronic record, graphic, or photographic matter of any kind or character, whether produced or reproduced, and shall include, without limiting the generality of the foregoing, all photographs, letters, telegrams, teletypes, facsimiles, correspondence, electronic mail, contracts, agreements, drafts, proofs, work papers, applications, pro formas, financial statements, resumes, notes to file, reports, memoranda, mechanical or electronic sound recordings or transcripts thereof, computer programs, tapes or discs, calendar or diary entries, memoranda of telephone or personal conversations or of Meetings or conferences, transcripts, maps, studies, reports, charts, interoffice communications, minutes of meetings, articles, announcements, ledgers, vouchers, checks, bills and invoices, including originals and copies of any of the foregoing, whether typed, printed, handwritten, or on tape or otherwise recorded, and any material underlying, supporting, or used in the preparation of any such document.

11. "Identify," when used in connection with a natural person, means to state that person's full name, present business and home address, and present title and job description.

12. "Identify," when used in connection with an entity, means to state that entity's full name and present address.

13. "Identify," when used in connection with Documents, means to describe each Document, setting forth the date, title, author, addresses of all recipients, and a brief description of the substance thereof, with such reasonable particularity as is sufficient for a specific request for production, and its present or last known location or custodian.

14. "Identify" or "state," when used with reference to a particular subject matter, means to state all facts that are known to you that refer or relate to that subject matter, to specify each event, occurrence, and instance that refers or relates to that subject matter, and to identify all Persons having knowledge of that subject matter.

15. "Interrogatory" means this Interrogatory and any numbered interrogatory as set forth below, as the context requires.

16. "Meeting" means any encounter between two or more Persons during which Communication of any kind occurred and includes, but is not limited to, formal or informal gatherings, conversations, and telephone calls.

17. "Person" means an individual, firm, corporation, partnership, limited liability company, sole proprietorship, association, joint stock company, joint venture, estate, trust, unincorporated organization, or other legal or governmental entity, including any divisions or departments within any of the aforementioned. All references to any Person (including any defined Person) shall include any of such Person's present or former parents, subsidiaries, divisions, subdivisions, affiliates, predecessors, successors, joint ventures, present and former officers, directors, financial advisors, consultants, analysts, employees, representatives, attorneys, agents, and all other Persons acting or purporting to act on behalf of such Person.

18. "Prepetition Credit Facility" means the revolving loans, term loans, swingline loans, and letters of credit up to an aggregate principal amount of \$2,825,000,000

pursuant to that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, and J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

19. "Request" means this Document Request and any numbered request for production of Documents set forth below, as the context requires.

20. "Statement" means and refers to any verbalizations and includes testimony given in connection with the instant matter.

21. The following rules of construction apply to all discovery requests:

(a) the use of the word "all" shall be construed as "any and all," the word "any" shall be construed as "any and all," and the word "each" shall be construed as "all and each";

(b) the connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery requests all responses that otherwise might be construed to be outside of their scope;

(c) the term "including" shall be construed to mean "without limitation";

(d) the use of the singular form of any word includes the plural and vice versa;

and

(e) the terms "relating to" or "concerning," or any derivative thereof, as used herein, mean: constitutes; refers to; reflects; concerns; pertains to; describes; evidences; or in any way logically or factually connects with the matter described in the request.

Instructions

1. These Interrogatories are deemed to be continuing in nature so as to require supplementation as the answering party obtains further information relating to the answers provided in response hereto.

2. If any Document or other information required to be identified in response to these Interrogatories is withheld on the basis of any claim of privilege, you shall provide, in lieu of identifying or providing any such Document or information, a written statement:

(a) identifying the Person who prepared or authorized the Document and information and, if applicable, any Person to whom the Document was sent or shown; (b) specifying the date on which the Document was prepared or transmitted; (c) identifying the subject matter of the Document or information; (d) describing the nature of the Document (e.g., letter, telegram, etc.); (e) stating briefly why the Document or information is claimed to be privileged or to constitute work product; and (f) stating the paragraph of this request to which the Document or information relates.

3. All Documents shall be produced in the file folders, envelopes, or other containers in which you keep or maintain the Documents. If for any reason the container cannot be produced, produce copies of all labels or other identifying marks. Documents shall be produced in such fashion as to identify the department, branch, or office in whose possession they were located and, where applicable, the natural person in whose possession they were found, and the business address of the custodian of each Document. Documents attached to one another should not be separated.

4. Documents not otherwise responsive to this request shall be produced if such Documents mention, discuss, refer to, or explain any Documents that are called for by this request, or if such Documents are attached to Documents called for by this request, or if such Documents constitute transmittal letters or memoranda, routing slips, letters, comments, evaluations, or similar materials.

5. If any Interrogatory or portion thereof cannot be answered fully, the Interrogatory shall be answered to the extent possible and the response shall set forth the reasons for the failure to answer more fully.

6. Where the answer to an Interrogatory requires the identification of Documents, it shall suffice to answer such Interrogatory by supplying copies of the Documents. However, if any of the aforementioned Documents cannot be produced because they have been lost or destroyed or otherwise disposed of, you are required to: (a) describe in detail the nature of the Document and its contents; (b) identify the Person who prepared or authorized the Document or material and, if applicable, the Persons to whom the Document was sent, copied, or blind copied; (c) specify the date on which the Document was prepared or transmitted; and (d) specify, if possible, (i) the date on which the Document was lost or destroyed and, if destroyed, the circumstances of and reasons for such destruction, and (ii) the Persons requesting or performing that destruction.

7. If a Document was prepared in several copies or if additional copies are thereafter made, and if any such copies are identical but found in different files, are not identical, or are no longer identical by reason of subsequent notation or modification of any kind whatsoever, including, without limitation, notations on the front or back of any of the pages thereof, then each such copy is a separate Document and must be produced.

8. In producing Documents and other materials, you shall furnish all Documents or things in your possession, custody, or control, regardless of whether such Documents or materials are possessed directly by you or your directors, officers, partners, members, agents, advisors, consultants, employees, representatives, subsidiaries, managing agents, affiliates, or investigators, or by your attorneys or their agents, advisors, consultants, employees, representatives, or investigators.

Interrogatories

1. Identify and describe the backgrounds of all Persons whom the Ad Hoc Committee expects to call to provide live testimony, or an affidavit or declaration, concerning the DIP Financing Hearings or any other hearing in these Chapter 11 Cases related or ancillary to the DIP Financing Hearings, or any issue pertaining thereto, including without limitation the Prepetition Credit Facility and the DIP Credit Facility.

2. With respect to each Person identified in Interrogatory 1, summarize the substance of his or her testimony, affidavit, or declaration and describe the relationship to the Ad Hoc Committee of each Person named and the terms of any engagement, employment, or retention by the Ad Hoc Committee or any member of the Ad Hoc Committee of each such Person.

3. Identify each Person that the Ad Hoc Committee expects to call as an expert witness at the DIP Financing Hearings or any other hearing in these Chapter 11 Cases related or ancillary to the DIP Financing Hearings or any issue pertaining thereto, including without limitation the Prepetition Credit Facility and the DIP Credit Facility, and describe the terms of engagement, employment, or retention by the Ad Hoc Committee or any member of the Ad Hoc Committee of each such Person.

4. Describe the specific subject matter regarding which each expert witness identified in response to Interrogatory 3 is expected to testify.

5. State whether any expert witness identified in response to Interrogatory 3 rendered any Documents or oral reports as to his or her opinion(s) and provide a copy of each such Document and the substance or a summary of each such oral report.

6. Identify all financial advisors, law firms, accountants, and other advisors or professionals retained by the Ad Hoc Committee in connection with the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, any valuation of the Debtors' tangible or intangible assets, or any other matter relating to these Chapter 11 Cases.

7. Identify all Communications with respect to any valuation of the tangible and intangible assets of the Debtors, including but not limited to any financial analyses or studies, projections, reports, internal memoranda, appraisals, pro formas, financial statements, work papers, liquidation analyses, or evaluations produced, prepared, or reviewed by the Ad Hoc Committee in connection therewith.

8. Identify all Communications among the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the purchase of outstanding debt of the Debtors, the valuation of the Debtors' tangible or intangible assets, or these Chapter 11 Cases, and each Person who participated in such Communication.

9. Identify all information and Documents that were provided by the Ad Hoc Committee to the members of the Ad Hoc Committee, or any of them, regarding the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, or the valuation of the Debtors' tangible or intangible assets, and any cover or transmittal letters relating thereto, and

identify each and every individual who provided such information to any members of the Ad Hoc Committee.

10. Identify the members of the Ad Hoc Committee to whom the information and Documents identified in response to Interrogatory 9 were provided.

11. Identify all information and Documents relating to the purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors, including, but not limited to, duly executed assignment and acceptances, copies of the register of the administrative agent, written consents of the administrative agent, administration questionnaires, and evidence of payment of any processing or recordation fee.

12. State the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

13. Identify all information and Documents verifying the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

14. Identify all trades effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005 relating to outstanding debt of the Debtors, and indicate the date on which each such trade settled.

15. Identify all members of the Ad Hoc Committee that were original lenders under the Prepetition Credit Facility and the amount of each such member's commitment as of June 14, 2005.

16. Identify and annex all Documents relied upon in responding to any of the Interrogatories, or referring or relating to the facts set forth in any response to any of the Interrogatories, identify each Person participating in the preparation of the answers to the Interrogatories, and describe the relationship of each such Person to the Ad Hoc Committee.

**Request For Production Of Documents**

Please produce the following:

1. All Documents identified in or relating to the subject matter of each of your answers to the Interrogatories.
2. All reports by any expert or by any Person consulted concerning expert testimony for the DIP Financing Hearings or for any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases, including all Documents relied upon by any such expert or Person and all Documents reviewed by any such expert or Person in connection with such reports.
3. All Documents concerning the terms of engagement, employment, or retention by the Ad Hoc Committee of any expert, or any Person consulted concerning expert testimony, with respect to the DIP Financing Hearings or any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases.
4. All Documents that you intend or expect to use as exhibits or evidence or for any other purpose at the DIP Financing Hearings, or at any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases.
5. All Documents concerning, reflecting, or discussing any valuation of the tangible and intangible assets of the Debtors, including but not limited to any financial analyses or studies, projections, reports, internal memoranda, appraisals, pro formas, financial statements,

work papers, liquidation analyses, or evaluations produced, prepared, or reviewed by the Ad Hoc Committee or any member of the Ad Hoc Committee in connection therewith.

6. All Documents evidencing Communications between the Ad Hoc Committee and members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

7. All Documents concerning the Ad Hoc Committee's or any members of the Ad Hoc Committee's decision to object to the DIP Financing.

8. All Documents concerning the formation or purpose of the Ad Hoc Committee, including, but not limited to, any Communications between or among the Ad Hoc Committee, the members of the Ad Hoc Committee, any prospective members of the Ad Hoc Committee, or any of them relating to such formation or purpose, and any Communications made by DK Acquisition Partners LP regarding the organization of the Ad Hoc Committee.

9. All Documents evidencing Communications between the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, and the Debtors and/or their financial advisor, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

10. Any agreements or contractual arrangements between the Ad Hoc Committee and the members of the Ad Hoc Committee, or any of them, including but not limited to powers of attorney, indemnification agreements, and conflicts or other waivers.

11. All Documents, including, but not limited to, all reports, internal memoranda, appraisals, pro formas, financial statements, financial analyses or studies,

projections, work papers, liquidation analyses, or evaluations, prepared, produced, or reviewed by the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

12. All calendars, agendas, notes, and diaries, whether electronic or otherwise, of the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to any Meetings in which items relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, any valuation of the Debtors' tangible or intangible assets, or these Chapter 11 Cases were discussed.

13. All Documents relating to the purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors, including, but not limited to, duly executed assignment and acceptances, copies of the register of the administrative agent, written consents of the administrative agent, administration questionnaires, and evidence of payment of the processing and recordation fee, and any other Documents indicating the date on which members of the Ad Hoc Committee acquired outstanding debt of the Debtors.

14. All Documents verifying the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

15. All Documents relating to trades effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005 involving outstanding debt of the Debtors.

16. With regard to each trade for which Documents are produced pursuant to Request 15, all Documents indicating the date on which each such trade settled.

17. All Documents evidencing the Ad Hoc Committee's and each member of the Ad Hoc Committee's standing to appear and assert an objection in these Chapter 11 Cases.

18. All Documents supporting the assertion in paragraph 2 of the Verified Statement Pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP that the members of the Ad Hoc Committee held or had "economic interests in, directly or indirectly, Loans (as defined in the Prepetition Credit Agreement) in the aggregate amount of at least \$443,250,000" as of October 24, 2005.

19. All Documents supporting the assertion in paragraph 2 of the Verified Statement Pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP that "[o]ne or more members of the Ad Hoc Committee are original Lenders under the Prepetition Credit Agreement."

Dated: New York, New York  
October 25, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: John Butler Jr. (by permission /lcm)  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

SHEARMAN & STERLING LLP

By: Douglas P. Bartner  
Douglas P. Bartner (DB 2304)  
William J.F Roll, III (WR-8996)  
Lynette C. Kelly (LK-7971)  
599 Lexington Avenue  
New York, NY 10022-6069  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

**EXHIBIT O**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
----- x

NOTICE OF DEPOSITION UPON ORAL EXAMINATION

PLEASE TAKE NOTICE that, pursuant to Rules 7026, 7030, and 7034 of the  
Federal Rules of Bankruptcy Procedure, incorporating Rules 26, 30, and 34 of the Federal Rules  
of Civil Procedure, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and

debtors-in-possession in the above-captioned cases, will, by their attorneys, take the deposition upon oral examination of an officer, director, managing agent, employee, member or other person of the Ad Hoc Committee,<sup>1</sup> whom the Ad Hoc Committee shall designate pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure as having the most knowledge concerning the matters set forth in Schedule A annexed hereto.

The deposition will commence on Wednesday, October 26, 2005 at 2:00 p.m. at the offices of Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022, or at such other location upon which the parties may agree. The deposition will be taken before a notary public or other officer authorized by law to administer oaths, will be recorded by stenographic and/or videographic means, will continue from day to day until completed, and is being taken for purposes of discovery, or use at trial, or for such other purposes as are permitted under the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, or other applicable rules of the Court.

*[Remainder of page has been left blank by intention]*

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<sup>1</sup> The "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.

Dated: New York, New York  
October 25, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: John Wm. Butler, Jr. (by permission)  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

SHEARMAN & STERLING LLP

By: Douglas P. Bartner (DB 2801)  
Douglas P. Bartner (DB 2801)  
William J.F Roll, III (WR-8996)  
Lynette C. Kelly (LK-7971)  
599 Lexington Avenue  
New York, NY 10022-6069  
Telephone: (212) 848-4000  
Facsimile: (212) 848-7179

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

SCHEDULE A

Definitions

The following definitions apply to all requests set forth below unless otherwise indicated.

1. "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.

2. "Bankruptcy Court" means the United States District Court for the Southern District of New York having jurisdiction over these Chapter 11 Cases and, to the extent of any reference made pursuant to 28 U.S.C. § 157 and/or a general order of such District Court pursuant to 28 U.S.C. § 151, the bankruptcy unit of such District Court.

3. "Bankruptcy Rules" means the Federal Rules of Bankruptcy Procedure, as amended from time to time, as applicable to these Chapter 11 Cases, promulgated under 28 U.S.C. § 2075.

4. "Chapter 11 Cases" means the above-captioned chapter 11 proceedings filed by the Debtors and jointly administered under case number 05-44481.

5. "Communication" means any transmission of words, ideas, or information between or among two or more Persons, including, but not limited to, spoken words, conversations, conferences, discussions, interviews, reports, meetings, negotiations, agreements, and understandings, whether transmitted in person or by an electronic device, and Documents, as defined below.

6. "DIP Credit Facility" means Delphi Corporation's secured postpetition credit facility, as guaranteed by certain of Delphi Corporation's subsidiaries and affiliates, up to an aggregate principal amount not to exceed \$2 billion, consisting of a \$1,750,000,000 revolving credit facility (inclusive of a sublimit in the aggregate of \$325 million for the issuance of letters of credit) and a \$250 million term loan facility, from JPMorgan Chase Bank, N.A., as administrative agent, and from a syndicate of other financial institutions arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., pursuant to the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 8, 2005, and the other loan documents to be executed and delivered in connection therewith, substantially in the form attached as Exhibit A to the Debtors' Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d), And 364(e) And Fed. R. Bankr. P. 2002, 4001, and 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001(b) and (c) (Docket No. 42).

7. "DIP Financing Hearings" means those hearings at which approval, on an interim or final basis, of the DIP Credit Facility was, is, or will be considered by the Bankruptcy Court.

8. "Document" shall have the same meaning as it has in Bankruptcy Rule 7034(a) and Rule 34 of the Federal Rules of Civil Procedure and shall include any written or other electronic record, graphic, or photographic matter of any kind or character, whether produced or reproduced, and shall include, without limiting the generality of the foregoing, all photographs, letters, telegrams, teletypes, facsimiles, correspondence, electronic mail, contracts,

agreements, drafts, proofs, work papers, applications, pro formas, financial statements, resumes, notes to file, reports, memoranda, mechanical or electronic sound recordings or transcripts thereof, computer programs, tapes or discs, calendar or diary entries, memoranda of telephone or personal conversations or of Meetings or conferences, transcripts, maps, studies, reports, charts, interoffice communications, minutes of meetings, articles, announcements, ledgers, vouchers, checks, bills and invoices, including originals and copies of any of the foregoing, whether typed, printed, handwritten, or on tape or otherwise recorded, and any material underlying, supporting, or used in the preparation of any such document.

9. "Meeting" means any encounter between two or more Persons during which Communication of any kind occurred and includes, but is not limited to, formal or informal gatherings, conversations, and telephone calls.

10. "Person" means an individual, firm, corporation, partnership, limited liability company, sole proprietorship, association, joint stock company, joint venture, estate, trust, unincorporated organization, or other legal or governmental entity, including any divisions or departments within any of the aforementioned. All references to any Person (including any defined Person) shall include any of such Person's present or former parents, subsidiaries, divisions, subdivisions, affiliates, predecessors, successors, joint ventures, present and former officers, directors, financial advisors, consultants, analysts, employees, representatives, attorneys, agents, and all other Persons acting or purporting to act on behalf of such Person.

11. "Prepetition Credit Facility" means the revolving loans, term loans, swingline loans, and letters of credit up to an aggregate principal amount of \$2,825,000,000 pursuant to that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time

to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, and J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

Subjects Of Inquiry

1. The Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, and the valuation of the tangible or intangible assets of the Debtors.
2. The Ad Hoc Committee's or any members of the Ad Hoc Committee's decision to object to the DIP Financing.
3. The formation and purpose of the Ad Hoc Committee.
4. Agreements or contractual arrangements between the Ad Hoc Committee and the members of the Ad Hoc Committee, or any of them.
5. Documents, reports, internal memoranda, appraisals, pro formas, financial statements, financial analyses or studies, projections, work papers, liquidation analyses, or evaluations, prepared, produced, or reviewed by the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.
6. The purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors.

7. The amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

8. Trades involving outstanding debt of the Debtors effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005, and the dates on which each such trade settled.

**EXHIBIT P**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

----- x SUBPOENA

TO: **Kevin C. Kelley**  
**JPMorgan Chase Bank, N.A.**  
**270 Park Avenue, 39<sup>th</sup> Floor**  
**New York, NY 10017**

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE of Testimony	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.

PLACE	DATE AND TIME
-------	---------------

**X YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.**

PLACE	DATE AND TIME
Shearman & Sterling LLP 599 Lexington Avenue New York, New York 10022 (212) 848-4000	October 25, 2005 7:00 p.m.

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
ISSUING OFFICER SIGNATURE AND TITLE  /s/ Lynette C. Kelly	DATE  October 25, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

**Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington Avenue, New York, NY 10022 (212) 848-4000**

PROOF OF SERVICE

SERVED	DATE	PLACE

SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on \_\_\_\_\_  
 DATE \_\_\_\_\_

SIGNATURE OF SERVER

ADDRESS OF SERVER

**Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.**

(C)PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fees.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) OF THIS RULE, A PERSON COMMANDED TO PRODUCE AND PERMIT INSPECTION AND COPYING MAY, WITHIN 14 DAYS AFTER SERVICE OF THE SUBPOENA OR BEFORE THE TIME SPECIFIED FOR COMPLIANCE IF SUCH TIME IS LESS THAN 14 DAYS AFTER SERVICE, SERVE UPON THE PARTY OR ATTORNEY DESIGNATED IN THE SUBPOENA WRITTEN OBJECTION TO INSPECTION OR COPYING OF ANY OR ALL OF THE DESIGNATED MATERIALS OR OF THE PREMISES. If OBJECTION is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any item for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion- the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place

where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re

DELPHI CORPORATION, *et al.*,.

Debtors.

-----  
x  
Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

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**SUBPOENA**  
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**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
333 WEST WACKER DRIVE, SUITE 2100  
CHICAGO, ILLINOIS 60606  
(312) 407-0700

-and-

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
FOUR TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 735-3000

-and-

**SHEARMAN & STERLING LLP**  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
(212) 848-4000  
ATTORNEYS FOR THE DEBTORS

**INSTRUCTIONS AND DEFINITIONS**

1. Unless otherwise indicated, the documents requested to be inspected in this Subpoena include all documents your possession, custody, or control. Without limitation of the terms "possession, custody, or control" as used in the preceding sentence, a document is in your possession, custody or control if you have actual possession or custody or constructive possession, in that you have the right or the ability to obtain the document or a copy thereof upon demand from another person or public or private entity that has actual physical possession thereof, such as your attorneys.

2. All documents are to be produced in their entirety, without abbreviation or redaction, and including both front and back thereof. Requests for documents shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or any other annexes or attachments to the documents, in addition to the document itself.

3. For each document the production of which is withheld because it is claimed to be privileged, because it is claimed to be attorneys' work product, or because of any other ground of non-production, identify, at the time that documents are produced:

- (a) the nature of the privilege (including work product) or other ground of non-production that is being claimed; and, if the ground of non-production is a privilege, and if the privilege is being asserted in connection with a claim or defense governed by state law, indicate the state's or country's privilege rule being invoked; and
- (b) (i) the type of document; (ii) general subject matter of the document; (iii) the date of the document; and (iv) such other information as is sufficient to identify the document for a subpoena duces tecum, including, where appropriate, the author of the document, the addressees of the document, persons who received copies of the document, and, where not apparent, the relationship of the author and addressee to each other.

If a portion of an otherwise responsive document contains information subject to a claim of privilege, work product or other ground of non-production, those portions of the document subject to such claim shall be deleted or redacted from the document, the material redacted or deleted shall be specified in the privilege log, and the rest of the document shall be produced.

4. Each paragraph and subparagraph of this subpoena and inspection shall be construed independently and without reference to any other paragraph or subparagraph for the purpose of limitation.

5. If any document request cannot be complied with in full, it shall be complied with to the fullest extent possible, and an explanation shall be given as to why full compliance is not possible.

6. For any document requested herein which was formerly in your possession, custody or control but which has been lost or destroyed:

- (a) describe in detail the nature of the document and its contents;
- (b) identify the person who prepared or authored the document, and, if applicable, the person to whom it was sent;
- (c) specify the date on which the document was prepared or transmitted;
- (d) specify, if possible, the date on which the document was lost or destroyed and, if destroyed, the manner of and reasons for such destruction and the persons authorizing, performing and having knowledge of the destruction; and
- (e) specify in detail all efforts that were made to maintain or preserve the document.

7. With respect to the documents produced, you shall produce them as they are kept in the usual course of business.

8. These requests shall be deemed continuing so as to require further and supplemental responses by you in the event that they obtain or discover additional information after the time of their initial response.

9. Unless otherwise indicated, these Requests seek responsive documents authored, generated, disseminated, drafted, produced, reproduced, or otherwise created or distributed from June 1, 2005 through October 25, 2005.

10. "Prepetition Agent" means JPMorgan Chase Bank, N.A., as administrative agent under the Prepetition Credit Agreement.

11. "Prepetition Credit Agreement" means the Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi Corporation, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

12. "Prepetition Secured Lenders" means the lenders from time to time party thereto under the Prepetition Credit Agreement.

Annex I

**Subpoenaed Documents**

Please produce:

1. All documents with respect to the Prepetition Secured Lenders of record, under the Prepetition Credit Agreement as of the following dates:

- A. October 8, 2005;
- B. October 11, 2005; and
- C. October 25, 2005 or as of the most recent date available.

2. All documents with respect to Prepetition Secured Lenders who rejected and accepted the prepayment offered by Delphi Corporation in connection with the sale of Delphi Corporation's joint venture interest in Ambrake Corporation on September 9, 2005 and October 7, 2005.

3. All documents relating to assignments of debt under the Prepetition Credit Agreement that, as of October 25, 2005 have not been recorded on the register.

4. All documents relating to any possible filing of an objection by the Prepetition Secured Lenders to Delphi Corporation's motion to obtain post-petition financing.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

----- x SUBPOENA

TO: **Kevin C. Kelley**  
**JPMorgan Chase Bank, N.A.**  
270 Park Avenue, 39<sup>th</sup> Floor  
New York, NY 10017

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE of Testimony	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.

PLACE	DATE AND TIME
-------	---------------

**X YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.**

PLACE	DATE AND TIME
Shearman & Sterling LLP 599 Lexington Avenue New York, New York 10022 (212) 848-4000	October 25, 2005 2:00 p.m.

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
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ISSUING OFFICER SIGNATURE AND TITLE	DATE
/s/ Lynette C. Kelly	October 25, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

**Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington Avenue, New York, NY 10022 (212) 848-4000**

PROOF OF SERVICE

SERVED	DATE	PLACE
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SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on \_\_\_\_\_  
 DATE \_\_\_\_\_  
 SIGNATURE OF SERVER \_\_\_\_\_

ADDRESS OF SERVER \_\_\_\_\_

**Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.**

(C) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fees.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) OF THIS RULE, A PERSON COMMANDED TO PRODUCE AND PERMIT INSPECTION AND COPYING MAY, WITHIN 14 DAYS AFTER SERVICE OF THE SUBPOENA OR BEFORE THE TIME SPECIFIED FOR COMPLIANCE IF SUCH TIME IS LESS THAN 14 DAYS AFTER SERVICE, SERVE UPON THE PARTY OR ATTORNEY DESIGNATED IN THE SUBPOENA WRITTEN OBJECTION TO INSPECTION OR COPYING OF ANY OR ALL OF THE DESIGNATED MATERIALS OR OF THE PREMISES. If OBJECTION is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion- the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place

where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

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**SUBPOENA**

---

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
333 WEST WACKER DRIVE, SUITE 2100  
CHICAGO, ILLINOIS 60606  
(312) 407-0700

-and-

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
FOUR TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 735-3000

-and-

**SHEARMAN & STERLING LLP**  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
(212) 848-4000  
ATTORNEYS FOR THE DEBTORS

**INSTRUCTIONS**

1. Unless otherwise indicated, the documents requested to be inspected in this Subpoena include all documents your possession, custody, or control. Without limitation of the terms "possession, custody, or control" as used in the preceding sentence, a document is in your possession, custody or control if you have actual possession or custody or constructive possession, in that you have the right or the ability to obtain the document or a copy thereof upon demand from another person or public or private entity that has actual physical possession thereof, such as your attorneys.

2. All documents are to be produced in their entirety, without abbreviation or redaction, and including both front and back thereof. Requests for documents shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or any other annexes or attachments to the documents, in addition to the document itself.

3. For each document the production of which is withheld because it is claimed to be privileged, because it is claimed to be attorneys' work product, or because of any other ground of non-production, identify, at the time that documents are produced:

- (a) the nature of the privilege (including work product) or other ground of non-production that is being claimed; and, if the ground of non-production is a privilege, and if the privilege is being asserted in connection with a claim or defense governed by state law, indicate the state's or country's privilege rule being invoked; and
- (b) (i) the type of document; (ii) general subject matter of the document; (iii) the date of the document; and (iv) such other information as is sufficient to identify the document for a subpoena duces tecum, including, where appropriate, the author of the document, the addressees of the document, persons who received copies of the document, and, where not apparent, the relationship of the author and addressee to each other.

If a portion of an otherwise responsive document contains information subject to a claim of privilege, work product or other ground of non-production, those portions of the document subject to such claim shall be deleted or redacted from the document, the material redacted or deleted shall be specified in the privilege log, and the rest of the document shall be produced.

4. Each paragraph and subparagraph of this subpoena and inspection shall be construed independently and without reference to any other paragraph or subparagraph for the purpose of limitation.

5. If any document request cannot be complied with in full, it shall be complied with to the fullest extent possible, and an explanation shall be given as to why full compliance is not possible.

6. For any document requested herein which was formerly in your possession, custody or control but which has been lost or destroyed:

- (a) describe in detail the nature of the document and its contents;
- (b) identify the person who prepared or authored the document, and, if applicable, the person to whom it was sent;
- (c) specify the date on which the document was prepared or transmitted;
- (d) specify, if possible, the date on which the document was lost or destroyed and, if destroyed, the manner of and reasons for such destruction and the persons authorizing, performing and having knowledge of the destruction; and
- (e) specify in detail all efforts that were made to maintain or preserve the document.

7. With respect to the documents produced, you shall produce them as they are kept in the usual course of business.

8. These requests shall be deemed continuing so as to require further and supplemental responses by you in the event that they obtain or discover additional information after the time of their initial response.

9. Unless otherwise indicated, these Requests seek responsive documents authored, generated, disseminated, drafted, produced, reproduced, or otherwise created or distributed from June 1, 2005 through October 25, 2005.

Annex I

**Subpoenaed Documents**

1. Please produce all documents concerning the appraisal and/or value of certain machinery and equipment of Delphi Corporation and its subsidiaries prepared by, or for you, in your capacity as administrative agent under the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 14, 2005 among Delphi Corporation, as borrower, subsidiaries of Delphi Corporation parties thereto, as guarantors, each a debtor and debtor-in-possession, the several banks and other financial institutions parties to such agreement and JPMorgan Chase Bank, N.A., as administrative agent for such lenders.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

-----x **SUBPOENA**

TO: **Thomas Maher**  
**JPMorgan Chase Bank, N.A.**  
270 Park Avenue, 39<sup>th</sup> Floor  
New York, NY 10017

**X YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.**

PLACE of Testimony	COURTROOM 610
United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-1408	DATE AND TIME October 27, 2005, 10:00 a.m.

**YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.**

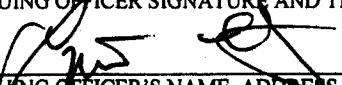
PLACE	DATE AND TIME
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**YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.**

PLACE	DATE AND TIME
-------	---------------

**YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.**

PREMISES	DATE AND TIME
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ISSUING OFFICER SIGNATURE AND TITLE	DATE
	10/26/05

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington Avenue, New York, NY 10022 (212) 848-4000

PROOF OF SERVICE

SERVED	DATE	PLACE

SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on \_\_\_\_\_  
 DATE \_\_\_\_\_  
 SIGNATURE OF SERVER \_\_\_\_\_  
 ADDRESS OF SERVER \_\_\_\_\_

**Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.**

(C) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re

DELPHI CORPORATION, *et al.*,.

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

-----x

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**SUBPOENA**

---

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
333 WEST WACKER DRIVE, SUITE 2100  
CHICAGO, ILLINOIS 60606  
(312) 407-0700

-and-

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
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ATTORNEYS FOR THE DEBTORS

